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RECORDATION NO. 26959-B FILED
MAY 11 '07 -11 56 AM
SURFACE TRANSPORTATION BOARD

May 11, 2007

Recordation No. 26959-B

Dear Mr. Williams:

On behalf of CFCL-Touax LLC I submit for filing and recording under 49 U.S.C § 11301 (a) and the regulations applicable thereunder executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Security Assignment ("Assignment") dated May 2, 2007.

The parties to the enclosed Assignment are:

CFCL-Touax LLC - ASSIGNOR
Suite 7000
One O'Hare Center
6250 North River Road
Rosemont, IL 60018

Sumitomo Corporation of America - ASSIGNEE
600 Third Avenue
New York NY 10016

The said Assignment, among other things, acts to assign a security interest in all of Assignor's right, title and interest in, to and under each lease referred to therein, only as to the unit(s) specifically designated, which includes that unit/those units as designated among the units, in the lease covered by the Memorandum of Lease filed under the Recordation No. captioned above and should be recorded under this Recordation No. under the next available letter, which letter we believe to be "-B."

The equipment covered by the instant Assignment is as identified in Schedule A thereto, namely, as to the instant lease, 35 covered hopper cars, CRDX 15215-15249.

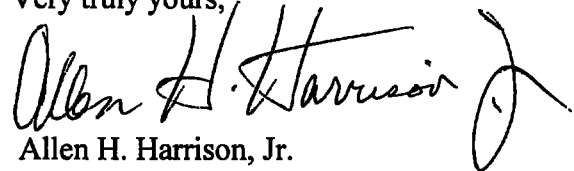
A short summary of the instant Assignment to appear in the Surface Transportation Board Index is as follows:

"Assignment of security interest in only 35 of the units in the lease covered by Memorandum of Lease under Recordation No. 26959, namely CRDX 15215-15249."

Enclosed is a check in the amount of thirty four dollars (\$34.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a large, stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for CFCL-Touax LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

MAY 11 '07 -11 56 AM

MEMORANDUM OF SECURITY ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF SECURITY ASSIGNMENT is dated as of May 2, 2007, by CFCL-TOUAX LLC, a Delaware limited liability company ("Assignor"), having an office at Suite 7000, 6250 North River Road, Rosemont, IL 60018, in favor of Sumitomo Corporation of America, a New York corporation, together with its successors and permitted assigns, ("Secured Party") having an office at 600 Third Avenue, New York, NY 10016. The terms used in this instrument have the meanings assigned thereto (whether by reference to another document or otherwise) in that certain (unfiled) Security Assignment dated as of June 30, 2006, as may be/may have been, amended, modified or supplemented, "Security Assignment") between Assignor and Secured Party.

WITNESSETH

Assignor and Secured Party have entered into the Security Assignment, pursuant to which Assignor has granted to Secured Party, in order to secure certain obligations of Assignor and other parties as set forth in the Security Assignment, a first priority security interest in, inter alia, all of its right, title and interest in, to and under each lease referred to in Schedule A attached hereto and any other lease(s) now or hereafter entered into by, or assigned to, Assignor with respect to Owner Railcars. The "Owner Railcars" consist of certain railroad equipment bearing reporting marks as listed in the Schedule A attached hereto.

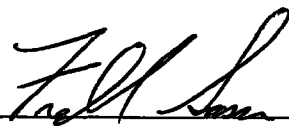
IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the date first written.

I certify that I hold the title set forth below, that this instrument was signed by the Assignor by authority of its Board of Directors and that the execution of the foregoing instrument was the free act and deed of the Assignor. I further declare under the penalty of perjury that the

foregoing is true and correct.

Executed on MAY 9, 2007.

CFCL-TOUAX LLC

By: 
Signature

Name: FRED R. SASSER
Print

Title: DIRECTOR

SCHEDULE A

List of Leases/Lessees and Related Equipment
where CFCL-TOUAX LLC is Successor Lessor/
Security Interest Assignor in favor of
Sumitomo Corporation of America

Lessee	No. Of Units	Unit Type	Railcar Marks/ Numbers
UNIMIN	40	Sand 3272 CF	CRDX 20777-20816
Rockwell Lime	3	PD 5750 CF	CRDX 11710-11712
Corning	1	PD 5750 CF	CRDX 11714
Commodity Specialists	35	DDG 6351 CF	CRDX 15165-15199
Midwest Grain Processors	35	DDG 6351 CF	CRDX 15215-15249
Lafarge	43	Cement 3281 CF	CRDX 20877-20919